

IN THE SPECIFICATION

Please amend the Title on page 1 as follows:

~~IMAGE PICKUP SYSTEM~~ IMAGE PICKUP SYSTEM WITH MOS SENSORS
AND MICROLENSES

Please amend the paragraph beginning at page 5, line 12, with the following rewritten paragraph:

In order to prevent the lowering of the high density integration and accelerating, there is an image pickup system shown in FIG. 17 wherein circuits formed in the peripheral circuit region 82 have a triple-layer wiring structure having first through third Al wiring layers 28, 29 and 30 and wherein the second Al wiring 29, the shading film ~~[[29]]~~ 29a, which is formed in the same layer as the second Al wiring 29, and the third Al wiring 30 are thickened. However, in the image pickup system shown in FIG. 17, the distance between the photoelectric transfer layer 27a and the microlens 32 is longer than the focal length of the microlens 32, so that the picture light signal 40 is difficult to form an image on the photoelectric transfer layer 27a, thereby deteriorating image pickup characteristics.

Please amend the paragraph beginning at page 14, line 17, with the following rewritten paragraph:

Then, after an insulating film is deposited on the whole surface of the substrate, the surface thereof is flattened by the CMP to form a flattened insulating film 15 (see FIG. 12). Subsequently, after contact holes 16 communicated with the second wiring layers 14 are formed in the insulating film 15 in the peripheral circuit region using the lithography technique, Al is deposited on the whole surface of the substrate so as to be filled in the contact holes 16, and patterned to form third wiring layers 17 (see FIG. 12). Then, after an

insulating film 18 is deposited on the whole surface of the substrate, the surface thereof is flattened by the CMP to form a flattened insulating film 18 (see FIG. 13). Subsequently, a resist pattern (not shown) having holes in the image pickup region 81 is formed using the lithography technique, and the resist pattern is used as a mask to remove the insulating film 18 in the image pickup region 81 (see FIG. 13). At this time, the insulating film 15 may be etched back so that the shading films [[14]] 14a are not exposed. Thus, an opening 19 is formed in the image pickup region 81 (see FIG. 14).